

## **Exhibit 37**

**SHOOK**  
HARDY & BACON

October 8, 2018

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Re: *Ardys Lane v. Albertsons Companies Inc., et al.*, Case No. RG18915870  
(Superior Court for the County of Alameda, California)

Dear Mr. Goldberg:

This letter is in response to your request for defense and indemnification for Albertsons (defined below) in the above-referenced matter.

Johnson and Johnson Consumer Companies, Inc., now known as Johnson & Johnson Consumer Inc. ("JJCI"), is responsible for certain products at issue for relevant time periods in the above-referenced matter. As such, JJCI is the proper party to respond to your request, and JJCI will respond accordingly.

JJCI will accept Albertsons' tender for defense and will indemnify Albertsons in the above-referenced matter with regard to the products that were manufactured by JJCI, subject to and contingent upon Albertsons' acceptance of the terms and conditions set forth below. "Albertsons" as used in this agreement includes Albertsons Companies, Inc., and their affiliates and subsidiaries named now or in the future in the above-referenced lawsuit.

**TERMS AND CONDITIONS OF ACCEPTANCE OF TENDER**

1. Acceptance of Albertsons' tender of defense is based on claims alleged in plaintiff's complaint, the assumption that the product or products to which plaintiff Ardys Lane ("plaintiff") was allegedly exposed were manufactured by JJCI (or on JJCI's behalf) and that the unspecified JJCI product or products were purchased from Albertsons. JJCI expressly reserves its rights to reevaluate this acceptance should new facts come to light indicating that the above assumptions are incorrect, that the claim arises as a result of the negligent or intentional acts of Albertsons, its employees, agents, or servants, or any other appropriate bases determined in the future.